

Regulations
on payment of rewards and compensations to the members
of the Board of Directors of PJSC TransContainer.
(New edition)

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1. These Regulations has been developed in accordance with paragraph 2 Article 64 of the Federal Law On Joint-Stock Companies and define the amount and procedure of payment of rewards and compensations to the members of the Board of Directors of Public Joint-Stock Company TransContainer Center for Cargo Container Traffic TransContainer (hereinafter - the Company), and in accordance with the Corporate Code of Conduct recommended by the Bank of Russia.

2. For work in the Board of Director of the Company (hereinafter - the Board of Directors) the annual reward is paid to the members of the Board of Directors.

3. The annual reward to the members of the Board of Directors is calculated by the following formula:

$$S_{\text{year}} = 4,700,000 * K1, \text{ where}$$

4,700,000 rubles is a basis to calculate the annual reward amount;

K1 is a coefficient taking into account the participation of a member of the Board of Directors at the meetings of the Board of Directors (regardless of the form of participation).

Coefficient K1 is calculated by the following formula:

K1 is a number of meetings of the Board of Directors which the member of the Board of Directors attended (regardless of the form of participation) / Total number of meeting for the reporting period.

For purposes of these Regulations, the reporting year is understood the previous corporate year (the period from the annual General meeting of shareholders of the Company till the next annual General meeting of shareholders of the Company)

4. The annual reward, including the additional reward, shall be paid to the members of the Board of Directors within one month after holding the annual General meeting of shareholders of the Company.

The annual reward, including the additional annual reward, shall not be paid to the members of the Board of Directors in the following cases:

if a decision on the non-payment of annual reward to the members of the Board of Directors has been taken by the annual General meeting of shareholders;

if the Company earned the net loss in the reporting period;

as provided for in Clause No. 15 of these Regulations.

5. According to Clause No. 3 of these Regulations, the amount of reward paid to to the Chairman of the Board of Directors is increased by 100%.

6. According to Clause No. 3 of these Regulations, the amount of reward paid to the Deputy Chairman of the Board of Directors is increased by 25%.

7. For the work in the Committee of the Board of Directors the member of the Board of Directors receives the additional annual reward.

The additional annual reward for a member of the Board of Directors is calculated by the following formula:

$$D_{\text{year}} = 4\,700\,000 * K2 * K3 \text{ where}$$

4,700,000 rubles is a basis to calculate the annual reward amount;

K2 is a coefficient taking into account the participation of a member of the Board of Directors at the meetings of the Committee (regardless of the form of participation).

K3 is an additional coefficient taking into account the contribution made by a member of the Board of Directors to the work of the Committee (Member of the Committee, Chairman of the Committee)

Coefficient K2 is calculated by the following formula:

K2 is a number of meetings of the Committee of the Board of Directors which the member of Board of Directors attended (regardless of the form of participation) / Total number of meetings for the reporting period.

Coefficient K3 is equal to:

25% - if a member of the Board of Directors is a member of the Committee or Deputy Chairman of the Committee

33% - if a member of the Board of Directors is Chairman of the Committee.

If a member of the Board of Directors participates in several committees, the additional annual reward shall be paid for participation in each committee.

8. If the Board of Directors underwent changes during the corporate year, the payment of annual reward, including the additional annual reward, to members of the Board of Directors shall be calculated in proportion to a number of meetings of the Board of Directors, which the member of the Board of Directors attended for the corporate year.

9. The member of the Board of Directors shall be reimbursed for the following expenses related to participation in the meeting of the Board of Directors (Committee of the Board of Directors) in the amount of actual expenses certified by the primary accounting documents:

1) expenses for traveling to and from the place of the meeting of the Board of Directors (Committee of the Board of Directors) (including passenger insurance, payment for travel document services) - for a flight ticket of business class or a train ticket of a sleeping car;

2) expenses for traveling from the airport or the railway station to the hotel and back;

3) services of VIP Lounge at airports and railway stations;

4) accommodation expenses for a single hotel suite;

5) expenses for communication, telephone and Internet services;

6) and other expenses related to participation of the member of the Board of Directors in the meeting of the Board of Directors (Committee of the Board of Directors).

The member of the Board of Directors receives compensation for expenses related to participation in the meeting of the Board of Directors (Committee of the Board of Directors) for the period during which the liabilities of the member of the Board of Directors were performed.

10. As agreed by the member of the Board of Directors, expenses specified in Clause 9 of these Regulations may be financed directly by the Company.

11. Compensations shall be paid by the Company during the month after the submission of documents confirming the expenses incurred.

12. Rewards and compensations to the member of the Board of Directors are paid in monetary form by the Company.

13. The source of rewards and compensation to the member of the Board of Directors is other expenses not deductible for calculating the income tax for the purposes of financial statements of the Company.

14. Rewards and compensations to the member of the Board of Directors, occupying senior positions in the State Civil Service, as well as being officials of local authorities, are paid in accordance with the legislation of the Russian Federation, the constituent entities of the Russian Federation and municipal regulations.

15. The Member of the Board of Directors shall be entitled to refuse fully or partly of receiving rewards provided for in these Regulations and (or) compensations due to prohibitions (restrictions) established by the legislation of the foreign state or on other bases, by sending an application on refusal of receiving the said payments in the name of Director General of the Company.
